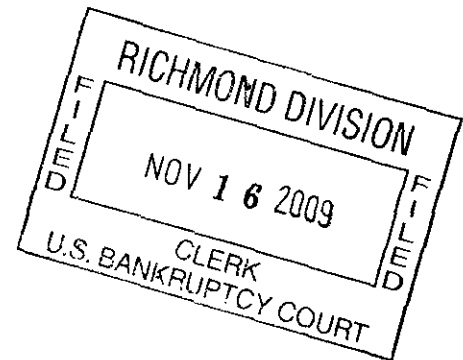


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MONTEREY, PLACER, RIVERSIDE, SAN BERNARDINO,
CALIFORNIA, THE CALIFORNIA TAXING AUTHORITIES

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:	)	Case No. 08-35653 KRH
)	
CIRCUIT CITY STORES, INC., et al	)	Chapter 11
)	
Debtor(s).)	
)	
	)	OBJECTION OF MONTEREY
	)	COUNTY, PLACER COUNTY,
	)	RIVERSIDE COUNTY AND SAN
	)	BERNARDINO COUNTY,
	)	CALIFORNIA, COLLECTIVELY
	)	THE CALIFORNIA TAXING
	)	AUTHORITIES TO
	)	CONFIRMATION OF CIRCUIT
	)	CITY STORES AND ITS
	)	AFFILIATED DEBTORS ET AL
	)	IN ITS FIRST AMENDED
	)	JOINT PLAN OF LIQUIDATION

Collectively the California Taxing Authorities Monterey County, Placer County, Riverside County and San Bernardino County, California hereby object to the First Amended Joint Plan of Liquidation.

The California Taxing Authorities filed claims for secured real property taxes and for personal property taxes.¹

¹Riverside County Taxing Authority asserts claims on 12530 Day Street Moreno Valley and 40480 Winchester Rd. Temecula in the approximate \$69,592.70 and \$50,561.78; Monterey County Taxing Authority asserts a claim for \$5861.58 for personal property for 1910

1 I. INTRODUCTION.

2 The subject property is comprised of real property and business
3 locations in the various California Counties. The real and business
4 property at these locations is subject to the assessment of local
5 property taxes under California State law.

6 All secured real property and personal property tax claims are
7 secured against the property claimed. The statutory authority is set
8 forth below.

9 II. DEBTOR'S PLAN OF REORGANIZATION FAILS

10 TO COMPLY WITH 11 U.S.C. 1123 AND 1129.

11 In order to have a plan confirmable by the Court, the Debtor must
12 comply with the provisions of 11 U.S.C. 1123 and 1129 in setting forth
13 the reorganization terms.

14 The plan does not appear to have a specific section for secured
15 real and/or personal property taxes. There are only sections for
16 Unclassified Priority Tax Claims and Unimpaired claims.

17 The plan does not specifically allow for the following:

- 18 1. Retention of liens
19 2. Specific interest under Section 506(b) and 511.²
20 3. Unequal or disparate treatment of claims;
21 4. Permission to pay over time.

22 Riverside County for example specifically objected to the
23 sale of assets. The stipulation is suppose to reserve
24

25 _____
26 N. Davis Rd. Salinas, CA and administrative claim for \$21,678.00 for
27 personal property, San Bernardino filed two claims for \$660.38 and for
\$59,868.45. Placer has also filed a claim but is examining its books
and records.

28 ²California Revenue and Taxation Code Section 4103 specifically
provides for interest.

1 proceeds against the claimed collateral.³ A true and
2 correct copy of the stipulation is attached as Exhibit A
3 for the court's convenience.

4 The California Counties further objection to the plan it that it
5 provides payment of the secured taxes in a lower priority or not in
6 compliance with its first priority status. Additionally, any secured
7 taxes that were part of any sale should have been paid directly from
8 the proceeds.

9 Finally, all administrative claims should be paid in full.

10 **III. REAL PROPERTY TAX ASSESSMENTS ARE MANDATED**

11 **UNDER CALIFORNIA LAW.**

12 Under California State Law, every piece of real property is
13 subject to taxation.⁴ California Revenue and Taxation Code section
14 401 states: "Every assessor shall assess all property subject to
15 general property taxation at its full value."

16 Under California State Law, real property is to be assessed at
17 the same percentage of fair market value.⁵

18 California Revenue and Taxation Code Section 401.3 provides that:
19 "The assessor shall assess all property subject to general property
20

21 ³To exacerbate matters, due to a clerical error Riverside Taxing
22 Authority was inadvertently omitted from this stipulation. It was
23 noticed that it was missed by local counsel Joel Charboneau of Magee
Foster, Goldstein and Sayers and must be corrected.

24 ⁴ California Revenue and Taxation Code section 104 states:
25 "Real estate or real property includes: (a) The possession of,
claim to, ownership of or right to the possession of land."

26 ⁵In California, property tax assessments consist of two
27 components. The first component is the assessed value. The
28 second is the tax rate. The latter is applied against the former
to calculate the amount of taxes due. This equation is sometimes
known as the tax ratio. For taxable real property, the assessed
value is determined at the same percentage of fair market value.
California Constitution Article XIII section 1.

1 taxation on the lien date as provided in Articles XIII and XIII A of
2 the Constitution. . . ."

3 Real property taxes are assessed as of January 1 ("lien date")
4 of the year in which taxes become due.⁶

5 In California, property taxes are in rem and are payable only
6 through sale proceeds. California Revenue and Taxation Code Section
7 2187 states: " Every tax on real property is a lien against the
8 property assessed." See Long Beach v. Aistrap, 164 Cal. App. 2d 41
9 (1958).

10 California Revenue and Taxation Code Section 2192.1 states:
11 Every tax declared in this chapter to be a lien on real property
12 . . . have priority over all other liens on the property,
13 regardless of the time of their creation. Any tax . . .
14 described in the preceding sentence shall be given priority over
15 matters including but not limited to any recognizance, deed,
16 judgment, debt, obligation, or responsibility with respect to
17 which the subject real property may become charged or liable.

18 California Revenue and Taxation Code Section 2192.2 states:

19
20 Upon the sale. . . conducted under judicial process or otherwise
21 by any sheriff, constable, trustee, receiver, or other

22
23 ⁶ California Revenue and Taxation Code, section 117 states:
24 "Lien date is the time when taxes for any fiscal year become
25 a lien on the property." California Revenue and Taxation Code
Section 118 defines assessment year as "the period beginning with
a lien date and ending immediately prior to the succeeding lien
date for taxes levied by the same agency."

26 Revenue and Taxation Code section 2192 states: " . . . all tax
27 liens attach annually as of 12:01 a.m. on the first day of
28 January preceding the fiscal year for which the taxes are
levied..."

1 ministerial officer, of any real property upon which ad valorem
2 property taxes . . . are due and unpaid at the time of sale, the
3 proceeds from that shall, after the payment of
4 necessary and incidental sale expenses, be first applied to the
5 amount of those ad valorem property taxes . . . and be
6 transmitted by the conducting officer to the office responsible
7 for the collection of those taxes and assessments. Emphasis
8 added.

9 Since the real property taxes are a first priority and must be
10 paid upon sale, the real property taxes should either be paid as a
11 secured tax, or as in Riverside's case - subject to the stipulation
12 for reservation of proceeds for its claim and/or paid from any other
13 sales occurred in this case.

14 **IV. PERSONAL PROPERTY TAX ASSESSMENTS ARE**
15 **MANDATED UNDER CALIFORNIA LAW.**

16 California State Law mandates that personal property must be
17 subject to taxation. Under California State law the Tax Collector
18 shall collect taxes on all personal property. California Revenue and
19 Taxation Code Section 2903. Under California state law, every piece
20 of personal property is subject to taxation.⁷ California Revenue and
21 Taxation Code section 401 states: "Every assessor shall assess all
22 property subject to general property taxation at its full value."

23 Under California state law, personal property is to be assessed
24 at 100% of fair market value each year.

25 California Revenue and Taxation Code Section 401.3 provides that:
26 "The assessor shall assess all property subject to general property
27

28 ⁷ California Revenue and Taxation Code section 106 states:
"'Personal property' includes all property except real estate."

1 taxation on the lien date as provided in Articles XIII and XIII A of
2 the Constitution. . . ."

3 Personal property taxes are assessed as of January 1 ("lien
4 date") of the year in which taxes become due. Additionally, the
5 personal property taxes are also secured by this statutory lien date
6 established by California State Law which is January 1st preceding the
7 fiscal year for which the taxes are levied. California Revenue and
8 Taxation Code Sections 2901, 117 and 2192.

9 Personal property taxes are due July 31st of each year and last
10 due without interest on August 31st of each year. California Revenue
11 and Taxation Code Section 2922.

12 **V. DEBTOR HAS FAILED TO PROVIDE ADEQUATE MEANS**
13 **FOR THE PLAN'S IMPLEMENTATION.**

14 Debtor has failed to provide specifically for the secured
15 property taxes, interest or lien retention. Therefore, this does not
16 provide adequate means for the Plan's implementation. 11 U.S.C. 1123
17 Additionally, debtors have failed to pay the Riverside's claims
18 pursuant to the Stipulation regarding the assets free and clear of
19 liens.

20 Dated: November 13, 2009 ROMERO LAW FIRM

21
22 By /s/ Martha E. Romero
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EXHIBIT A

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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
: Chapter 11
In re: :
: Case No. 08-35653 (KRH)
CIRCUIT CITY STORES, INC., :
et al., :
: Jointly Administered
Debtors. X

- - - - -
STIPULATION BETWEEN THE DEBTORS AND VARIOUS TAXING
AUTHORITIES RESOLVING THE TAXING AUTHORITIES'
OBJECTIONS TO THE ORDER APPROVING SALE OF DEBTORS'
ASSETS FREE AND CLEAR OF ALL INTERESTS AND GRANTING
RELATED RELIEF

WHEREAS, on November 10, 2008, the debtors and
debtors in possession in the above-captioned cases

(collectively, the "Debtors"), filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code");

WHEREAS, on January 9, 2009, the Debtors filed their Motion for Orders Pursuant to Bankruptcy Code Sections 105, 363 and 364 (I) (A) Approving Procedures in Connection With Sale of All or Substantially All of the Business or Additional Post-Petition Financing for the Business, (B) Authorizing Debtors to Enter into Stalking Horse or Financing Agreements in Connection with Going Concern Transactions or Stalking Horse Agreements in Connection with Store Closing and Miscellaneous Asset Sales, (C) Approving the Payment of Termination Fees in Connection Therewith, and (D) Setting Auction and Hearing Dates, (II) Approving Sale of Debtors' Assets Free and Clear of All Interests and (III) Granting Related Relief (Docket No. 1423) (the "Motion").

WHEREAS, on January 15, 2009, certain taxing authorities, including Tax Appraisal District of Arlington ISD, Alief ISD, Baybrook MUD 1, Bell County, Brazoria County MUD #6, Burleson ISD, Carroll ISD, City of

Cedar Hill, City of Hurst, City of Lake Worth, City of Wichita Falls, Clear Creek ISD, County of Brazos, County of Comal, County of Denton, Fort Bend ISD, Fort Bend LID 2, Fort Worth ISD, Galena Park ISD, Hidalgo County & H.C. Drainage District #1, Humble ISD, Longview Independent School District, Lubbock CAD, Midland County Tax Office, Potter County Tax Office, Tyler ISD, Wichita County, Wichita Falls ISD, Woodlands Metro MUD, Woodlands RUD #1, Lewisville Independent School District, City of Waco/Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, County of Williamson, Bexar County, Cameron County, Cypress-Fairbanks ISD, Dallas County, Ector CAD, El Paso, Fort Bend County, Frisco, Grayson County, Gregg County, Harris County, Irving ISD, Jefferson County, McAllen, McAllen ISD, McLennan County, Montgomery County, Nueces County, Rockwall CAD, Rockwall County, Round Rock ISD, San Patricio County, Smith County, South Texas College, South Texas ISD, Tarrant County and Tom Green CAD (the "Joint Objectors") filed a Joint Objection to the Motion (Docket Nos. 1548 and 1581);

WHEREAS, on January 15, 2009, Henrico County, Virginia ("Henrico") filed an objection to the Motion (Docket No. 1572);

WHEREAS, on January 15, 2009, Palm Beach County, Florida ("Palm Beach") filed an objection to the Motion (Docket No. 1577);

WHEREAS, the Joint Objectors, Henrico and Palm Beach (collectively, the "Objectors") have asserted that the Debtors owe property taxes to the Objectors in the amounts (the "Claimed Amounts"), and secured by the collateral (the "Claimed Collateral"), as reflected on Exhibit A attached hereto;

WHEREAS, on January 16, 2009 the Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Court") entered an Order with respect to the Motion Approving Agency Agreement, Store Closing Sales And Related Relief (Docket No. 1634) (the "Order") authorizing the Debtors to proceed with a the liquidation of inventory and property at their remaining operating stores (the "Sales");

WHEREAS, at the hearing on the Motion, the Court authorized the Debtors to enter into stipulations

with various parties, including the Objectors, resolving their objections to entry of the Order;

WHEREAS, the Debtors and the Objectors desire to resolve certain of their disputes; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and the Objectors agree and stipulate as follows:

1. The Debtors shall reserve proceeds from the Sales of the Claimed Collateral as set forth on Exhibit A hereto (the "Reserved Proceeds") pending resolution of the amount, extent, validity and priority of the Objectors' liens, if any, against the Claimed Collateral, subject to all defenses, claims and/or counterclaims, or setoffs as may exist with respect to the Claim Collateral. Upon the set aside of such Reserve Proceeds, the liens, if any, of the Objectors shall attach to said proceeds to the same extent, with the same priority and with the same validity as such Objectors currently hold in the subject collateral.

2. Until the Claimed Amounts, as set forth on Exhibit A including any interest as allowed pursuant to the Bankruptcy Code, are paid, or the parties hereto

shall agree otherwise, the Debtors shall maintain the Reserved Proceeds in a separate account and the Objectors' liens, if any, shall continue against the Reserved Proceeds in accordance with the terms of this Stipulation. These Reserved Proceeds may not be released apart from agreement between the Debtors, the Objectors and the DIP Agent, or upon subsequent order of the Court duly noticed to the Objectors. Notwithstanding the Debtors' entry into this Stipulation, the Debtors reserve all rights with respect to the Claimed Amount and the Objectors' interests, if any, in the Claimed Collateral.

3. This Stipulation shall be binding upon and shall inure to the benefit of the Parties, their successors and assigns, parents, subsidiaries, and affiliated corporations and organizations, shareholders, officers, directors, employees, agents, and all other entities and individual persons seeking to claim and/or defend through the rights of the Parties.

4. This Stipulation constitutes the entire agreement and understanding between the parties and no party has made any promises to or agreements with any other party other than those contained in this

Stipulation. No waiver or modification of any term or condition contained herein shall be valid or binding unless in writing and executed by the parties hereto.

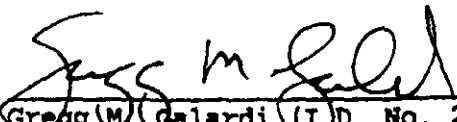
5. This Stipulation may be executed and delivered in any number of original or facsimile counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

6. The United States Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to this stipulation. This Stipulation shall be governed by title 11 of the United States Code and, to the extent not inconsistent, the laws of the Commonwealth of Virginia, without regard to Virginia's choice of law rules.

ACCEPTED AND AGREED TO BY:

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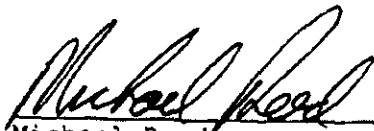
- and -

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Longview Independent School District, City of
Waco/Waco Independent School District, Midland
Central Appraisal District, Central Appraisal
District of Taylor County and County of Williamson

Dated:

Feb. 13, 2009

By:



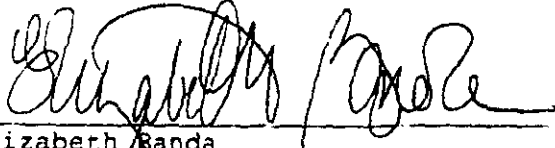
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County, Harris County, Irving ISD, Jefferson County,
McAllen, McAllen ISD, McLennan County, Montgomery
County, Nueces County, Rockwall CAD, Rockwall County,
Round Rock ISD, San Patricio County, Smith County,
South Texas College, South Texas ISD, Tarrant County
and Tom Green CAD

Dated:

2-13-09

By:


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Dated: February 18, 2009

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Dated: February 12, 2009

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Dated: 2/11/2009

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Local Counsel for Palm Beach County, Florida

Dated: February 26, 2009

EXHIBIT A

Claimed Amounts and Collateral

Claimant	Claimed Amount	Claimed Collateral
Arlington ISD	\$65,116.66	FFE, Inventory
Alief ISD	\$35,130.90	FFE, Inventory, Machinery, Computers, and Supplies
Brazoria County	\$89,220.16	FFE, Inventory, Machinery, Computers, and Supplies
Brazoria County MUD #6	\$27,260.94	FFE, Inventory, Machinery, Computers, and Supplies
Burleson ISD	\$71,301.43	FFE, Inventory
Carroll ISD	\$69,001.38	FFE, Inventory
City of Cedar Hill	\$25,063.19	FFE, Inventory
City of Hurst	\$26,136.35	FFE, Inventory
City of Lake Worth	\$13,601.62	FFE, Inventory
City of Wichita Falls	\$20,459.63	FFE, Inventory Electronics & Data Processing, and Machinery
Clear Creek ISD	\$71,716.62	FFE, Inventory, Machinery, Computers, and Supplies
Fort Bend ISD	\$52,795.66	FFE, Inventory, Machinery, Computers, and Supplies
Fort Bend LID 2	\$6,027.86	FFE, Inventory, Machinery, Computers, and Supplies
Fort Worth ISD	\$45,100.05	FFE, Inventory
Galena Park ISD	\$103,631.60	FFE, Inventory, Machinery, Computers, and Supplies
Hidalgo Count & HC Drainage District # 1	\$36,598.23	FFE, Machinery

Claimant	Claimed Amount	Claimed Collateral
Humble ISD	\$34,615.96	FFE, Inventory, Machinery, Computers, and Supplies
Lubbock CAD	\$84,857.49	FFE, Machinery
Midland County Tax Office	\$7,761.29	FFE, Inventory
Potter County Tax Office	\$91,021.50	Furniture, Inventory, Equipment
Tyler ISD	\$35,769.66	FFE, Inventory
Wichita County	\$14,915.75	FFE, Inventory Electronics & Data Processing, and Machinery
Wichita Falls ISD	\$41,210.72	FFE, Inventory Electronics & Data Processing, and Machinery
Woodlands Metro MUD	\$7,409.68	FFE, Inventory, Machinery, Computers, and Supplies
Woodlands RUD #1	\$18,477.42	FFE, Inventory, Machinery, Computers, and Supplies
Lewisville Independent School District	\$64,181.60	All Personal Property
Bell County	\$123,482.55	FFE, Inventory
County of Brazos	\$92,144.95	All Personal Property
County of Comal	\$81,436.80	All Personal Property
County of Denton	\$22,875.78	All Personal Property
Longview Independent School District	\$42,162.74	All Personal Property
City of Waco/Waco Independent School District	\$139,366.87	FFE, Inventory, Machinery, and Supplies
Midland Central Appraisal District	\$70,999.95	FFE, Inventory, Machinery, and Supplies

Claimant	Claimed Amount	Claimed Collateral
Central Appraisal District of Taylor County	\$97,020.13	All Personal Property
County of Williamson	\$76,148.62	All Personal Property
Bexar County	\$336,274.60	All Personal Property
Cameron County	\$72,294.16	All Personal Property
Cypress-Fairbanks ISD	\$42,904.16	All Personal Property
Dallas County	\$325,372.93	All Personal Property
El Paso	\$239,603.90	All Personal Property
Fort Bend County	\$31,663.92	All Personal Property
Frisco	\$17,189.70	All Personal Property
Grayson County	\$51,412.40	All Personal Property
Gregg County	\$23,731.60	All Personal Property
Harlingen	\$14,393.64	All Personal Property
Harlingen CISD	\$27,445.50	All Personal Property
Harris County	\$528,103.98	All Personal Property
Irving ISD	\$59,684.74	All Personal Property
Jefferson County	\$191,224.40	All Personal Property
McAllen	\$22,249.40	All Personal Property
McAllen ISD	\$60,468.94	All Personal Property
McLennan County	\$23,453.78	All Personal Property
Memphis	\$4,048.18	All Personal Property
Montgomery County	\$119,693.18	All Personal Property
Nueces County	\$93,105.66	All Personal Property
Rockwall CAD	\$80,567.20	All Personal Property
Rockwall County	\$15,312.30	All Personal Property
Round Rock ISD	\$63,268.54	All Personal Property
Smith County	\$37,770.84	All Personal Property
South Texas College	\$7,991.14	All Personal Property

Claimant	Claimed Amount	Claimed Collateral
South Texas ISD	\$2,598.32	All Personal Property
Tarrant County	\$362,751.56	All Personal Property
Tom Green CAD	\$52,951.88	All Personal Property
Henrico County	\$1491.00	Vehicle
Henrico County	\$1,307,089.00	Furniture, Fixture, and Computers
Palm Beach County	\$84,353.26	All Personal Property